

**ARTICLES OF INCORPORATION
OF
URBAN ACADEMY, INC.**

The undersigned, acting as incorporator of a non-stock, non-profit corporation organized under and pursuant to Kentucky Revised Statutes Chapter 273, adopt the following Articles of Incorporation:

ARTICLE I

The name of said corporation shall be **URBAN ACADEMY, INC.**

ARTICLE II

The duration of the corporation shall be perpetual unless sooner dissolved by operation of law.

ARTICLE III

The corporation shall be a non-profit organization, with no capital stock and from which no pecuniary gain shall ever be derived by any officer, director or other person, except such compensation as may be allowed for services actually rendered. The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The income of the corporation shall be devoted solely to its charitable objectives.

ARTICLE IV

The corporation is specifically organized for the purpose of enhancing and improving teaching, learning and student achievement in the Commonwealth of Kentucky through its establishment, management and operation of a private school. The corporation may accept, hold, invest, and distribute for such purposes, funds as may from time to time be received by it, and in general do things necessary and useful in accomplishing the purposes set forth above. All assets and earnings shall be used exclusively for the purposes set forth above, including the payment of incidental expenses; and no part of the net earnings shall inure to the benefit of any member (as such term is specifically defined in the By-Laws adopted by the corporation), and no substantial part of its activities shall be for the carrying on of propaganda or otherwise attempt to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code, as amended, and its regulations.

ARTICLE V

The corporation's principal office shall initially be at 100 E. RiverCenter Blvd., Suite 1000, Covington, Kentucky 41011, but other offices may be maintained and meetings of the governing body may be held at such other places as the governing body may, from time to time, fix.

ARTICLE VI

The initial registered office of the corporation shall be 100 E. RiverCenter Blvd., Suite 1000, Covington, Kentucky 41011, and the name of the initial registered agent at that office shall be Angela Fischer.

ARTICLE VII

The number of directors constituting the initial Board of Directors of the corporation is three (3). The Board of Directors shall have full power and authority to adopt all necessary regulations and By-Laws for the corporation. The names and addresses of the persons who are to serve, until the first formal organizational meeting, as the initial directors are:

William P. Butler
100 E. RiverCenter Blvd., Suite 1000
Covington, Kentucky 41011

Lynn Schaber
328 Park Avenue
Newport Kentucky 41071

Angela Fischer
100 E. RiverCenter Blvd., Suite 1000
Covington, Kentucky 41011

ARTICLE VIII

The name and address of the Incorporator is as follows:

Angela Fischer
100 E. RiverCenter Blvd., Suite 1000
Covington, Kentucky 41011

ARTICLE IX

The corporation shall have the power:

- (a) To employ any personnel needed for carrying out the purposes of the corporation.
- (b) To purchase, lease, receive, own, maintain and to sell, lease, donate and convey real and personal property of all kinds necessary or desirable to achieve the purposes of the corporation.

(c) To borrow money and give its notes, bonds and other obligations therefor and to secure payment therefor by pledging, assigning, or mortgaging any property it may own or revenue it may reasonably anticipate.

(d) To provide, with or without fee, administrative services necessary or desirable for implementation of privately or publicly derived support funds, grant awards, grants-in-aid, or agreements made to or with students, faculty, staff, alumni or other appropriate individuals or organizations.

(e) To enter into contracts for the purposes of the corporation

(f) To do any or all other lawful acts deemed necessary, useful, advisable or conducive, directly or indirectly, to carry out the purposes of the corporation, including but not limited to those acts arising as result of the powers set forth in K.R.S. § 273.171.

ARTICLE X

No director of the corporation shall be personally liable to the corporation for monetary damages for any breach of his or her duties as a director, except for liability (i) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; (iii) for any transaction from which the director derived as improper personal benefit; or (iv) if the director does not conform to the standards set forth in K.R.S. § 273.215.

10.1 If the Kentucky Business Corporation Act is amended after approval by the directors of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Kentucky Business Corporation Act, as so amended, and without the necessity for director action in respect thereof.

10.2 Any repeal or modification of this Article by the directors of the corporation shall not adversely affect any right or protection of a director of the corporation hereunder in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE XI

The Articles of Incorporation may be altered or amended by a vote of two-thirds of the Board of Directors, at any time the Board of Directors may desire by signing, executing, acknowledging and recording such amendments in the manner required by law.

ARTICLE XII

No person shall possess any property right in or to the property or assets of the corporation.

The corporation may only be dissolved by a vote of two-thirds of its Board of Directors and only after all proper claims against this corporation have been satisfied shall any property or assets be distributed pursuant to this Article.

ARTICLE XIII

The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended (the “Internal Revenue Code”) or any corresponding provisions of any subsequent federal tax laws.

ARTICLE XIV

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XV

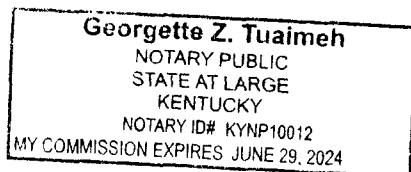
Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned Incorporator as duly authorized by the Board of Directors has hereunto set her hand this 3 day of February, 2021.


Angela Fischer, Incorporator

[illegible]

Subscribed and sworn to before me, a Notary Public, by Angela Fischer, this 3rd day of February, 2021.



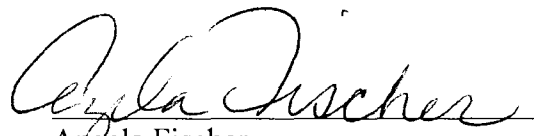
Garyth L. Linn
Notary Public
My Commission Expires: June 29 2024

CONSENT STATEMENT OF THE REGISTERED AGENT

The undersigned, Angela Fischer, hereby accepts appointment and consents to serve as the registered agent of **URBAN ACADEMY, INC.**

The complete address of the agent is 100 E. RiverCenter Blvd., Suite 1000, Covington, Kentucky 41011.

Dated this 3 day of February, 2021.


Angela Fischer